

**Exhibit A**

**[UPDATED PROPOSED] Order**

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

CRAVATH, SWAINE & MOORE LLP

Paul H. Zumbro (*pro hac vice*)

(pzumbro@cravath.com)

Kevin J. Orsini (*pro hac vice*)

(korsini@cravath.com)

Omid H. Nasab (*pro hac vice*)

(onasab@cravath.com)

Worldwide Plaza

825 Eighth Avenue

New York, NY 10019

Tel: 212 474 1000

Fax: 212 474 3700

KELLER & BENVENUTTI LLP

Tobias S. Keller (#151445)

(tkeller@kellerbenvenuti.com)

Jane Kim (#298192)

(jkim@kellerbenvenuti.com)

650 California Street, Suite 1900

San Francisco, CA 94108

Tel: 415 496 6723

Fax: 650 636 9251

*Attorneys for Debtors*

*and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO  
11 U.S.C. § 327(a) AND FED. R. BANKR. P.  
2014(a) AND 2016 FOR AUTHORITY TO  
RETAIN AND EMPLOY COMPASS  
LEXECON, LLC AS ECONOMIC  
CONSULTANTS TO THE DEBTORS *NUNC  
PRO TUNC* TO PETITION DATE**

1           Upon the Application, dated April 29, 2019 (the “**Application**”)<sup>1</sup> and the Supplement to  
2 the Application, dated May 3, 2019 (the “**Supplement**”) (collectively, the “**Supplemented**  
3 **Application**”), of PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company  
4 (the “**Utility**”), as debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in  
5 the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to section 327(a) of title  
6 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 2014(a) and 2016 of the Federal  
7 Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for authority to retain and employ  
8 Compass Lexecon, LLC (“**Compass**”) as economic consultants for the Debtors, effective as of the  
9 Petition Date, all as more fully set forth in the Supplemented Application; and this Court having  
10 jurisdiction to consider the Supplemented Application and the relief requested therein pursuant to  
11 28 U.S.C. §§ 157 and 1334, and the *Order Referring Bankruptcy Cases and Proceedings to*  
12 *Bankruptcy Judges*, General Order 24 and Rule 5011-1(a) of the Bankruptcy Local Rules for the  
13 United States District Court for the Northern District of California (the “**Bankruptcy Local**  
14 **Rules**”); and consideration of the Supplemented Application and the requested relief being a core  
15 proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to  
16 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Supplemented Application having  
17 been provided to the parties listed therein, and it appearing that no other or further notice need be  
18 provided; and this Court having reviewed the Supplemented Application, the Turki Declaration,  
19 the Turki Supplemental Declaration and the Zumbro Declaration; and upon the record of the  
20 Hearing (if any was held) and all of the proceedings had before the Court; and this Court having  
21 found and determined that the relief sought in the Supplemented Application is in the best interests  
22 of the Debtors, their estates, creditors, shareholders, and all parties in interest; and that the legal  
23 and factual bases set forth in the Supplemented Application establish just cause for the relief  
24 granted herein; and after due deliberation and sufficient cause appearing therefor,

25  
26  
27  
28  

---

<sup>1</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Supplemented Application.

1           **IT IS HEREBY ORDERED THAT:**

2           1.       The Supplemented Application is granted as provided herein.

3           2.       Pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rules 2014(a)  
4 and 2016, the Debtors are authorized to employ and retain Compass as economic consultants in  
5 these Chapter 11 Cases in accordance with the terms and conditions set forth in the Engagement  
6 Letter and the Supplemental Engagement Letter (collectively, the “**Compass Engagement**  
7 **Letters**”) to perform the services as contemplated by the Supplemented Application, *Nunc Pro*  
8 *Tunc* to the Petition Date.

9           3.       If, during the pendency of these Chapter 11 Cases, the Debtors and Compass enter  
10 into any additional agreements for the provision of additional services by Compass, beyond those  
11 contemplated by the Supplemented Application or reasonable extensions thereof, Compass and  
12 the Debtors will seek separate retention orders with regard to any such additional agreements.

13           4.       Notwithstanding anything to the contrary contained herein or in the Supplemented  
14 Application and the Compass Engagement Letters, Compass shall file interim and final fee  
15 applications for allowance of compensation and reimbursement of out-of-pocket expenses in  
16 accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the  
17 Bankruptcy Local Rules, the *United States Bankruptcy Court Northern District of California*  
18 *Guidelines for Compensation and Expense Reimbursement of Professionals and Trustees*,  
19 effective February 19, 2014 (the “**Local Guidelines**”), the *U.S. Trustee Guidelines for Reviewing*  
20 *Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by*  
21 *Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**U.S. Trustee**  
22 **Guidelines**,” and together with the Local Guidelines, the “**Fee Guidelines**”), the *Order Pursuant*  
23 *to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures*  
24 *for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 701], and  
25 any further Orders of the Court in these Chapter 11 Cases regarding professional compensation  
26 and reimbursement of expenses (the “**Orders**”). For the avoidance of doubt, Compass’ fee  
27 applications are subject to court approval.  
28

1           5.       Compass shall provide reasonable notice to the Debtors and the U.S. Trustee of any  
2 increase of the hourly rates listed in the Turki Declaration and in the Turki Supplemental  
3 Declaration.

4           6.       Compass shall use its best efforts to avoid duplication of services provided by any  
5 of the Debtors' other retained professionals in these Chapter 11 Cases.

6           7.       Except as otherwise ordered herein, the compensation, reimbursement and related  
7 provisions set forth in the Compass Engagement Letters are approved.

8           8.       During the pendency of these Chapter 11 Cases, the limitation of liability provisions  
9 in the Engagement Letter, as amended, shall be null and void.

10          9.       Approval of the Supplemented Application and any terms of any Engagement  
11 Letters shall not alter the applicability of the holding in *Baker Botts L.L.P. v. ASARCO LLC*, 135  
12 S. Ct. 2158, 2169 (2015) and its construction of 11 U.S.C. § 330(a)(1) to Compass' right to  
13 compensation and reimbursement of fees and expenses by the Debtors pursuant to its engagement  
14 approved hereunder.

15          10.      To the extent the Supplemented Application is inconsistent with this Order, the  
16 terms of this Order shall govern.

17          11.      This Court shall retain jurisdiction to hear and determine all matters arising from  
18 or related to the implementation, interpretation, or enforcement of this Order.

19                   **\*\* END OF ORDER \*\***  
20  
21  
22  
23  
24  
25  
26  
27  
28